

CERTIFICATE OF TRUST AGREEMENT

This Certificate of Trust Agreement is executed and filed pursuant to Section 91-9-7 of the Mississippi Code Annotated, 1972.

1. The name of the Trust is the PRE Holdings Trust, created pursuant to Trust Agreement dated June 17, 1999.
2. The mailing address of the Trust is 6060 Poplar Avenue, Suite 276, Memphis, Tennessee 38119.
3. The name and mailing address of the Trustee is: William E. Loveless, 6060 Poplar Avenue, Suite 276, Memphis, Tennessee 38119.
4. The name and address of Edward F. Nenow, the Grantor of the Trust is c/o J & A Mechanical, Inc., 5350 Poplar Avenue, Suite 500, Memphis, Tennessee 38119.
5. The Trust owns the fee interest in the real property described in Exhibit "A" attached hereto and incorporated herein.
6. The anticipated date of termination of the Trust is the date on which the youngest beneficiary of the Trust attains the age of 35 years.
7. General powers granted to the Trustee are as follows:
To buy, sell and hold real and personal property. The Trustee may do all acts which in the Trustee's judgment may be prudent for the proper and advantageous management, investment and distribution of the trust estate.

Executed as of this 27th day of July, 2006.

William E. Loveless
William E. Loveless, Trustee

STATE OF MICHIGAN
COUNTY OF ~~LEELANAU~~ GRAND TRAVERSE

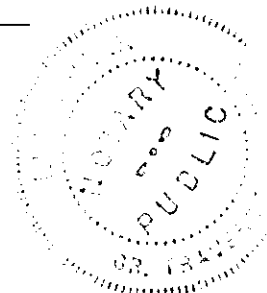
This day personally appeared before me, the undersigned authority in and for said County and State, the within named William E. Loveless, Trustee of the PRE Holdings Trust created pursuant to Trust Agreement dated June 17, 1999, who acknowledged signing and delivering the above and foregoing Certificate of Trust, on the day and date therein mentioned as a free and voluntary act and deed and for the purposes therein expressed.

GIVEN under my hand and official seal of office this the 27th day of July, 2006.

Linda Park
Notary Public LINDA PARK

My Commission Expires:

12-6-2010



Prepared by and Return to:

Philip G. Kaminsky, Esq.
Harris Shelton Hanover Walsh, PLLC
6060 Poplar Avenue, Suite 450
Memphis, TN 38119
901-682-1455